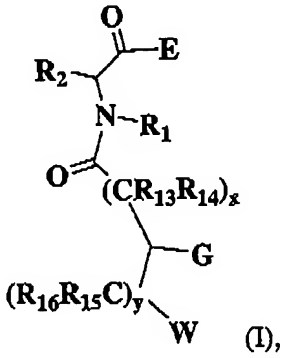
Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

1. (Currently amended) A compound of formula (I),

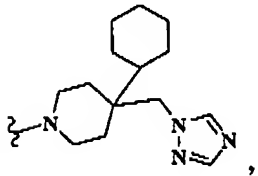
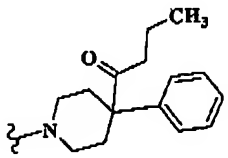
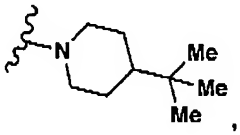
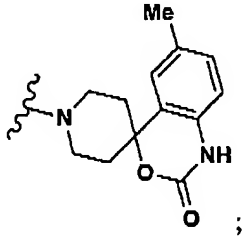


(I),

or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

R_1 is hydrogen or C_{1-6}alkyl ~~or is taken together with R_2 or R_3 to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle~~;

R_2 is C_{1-6}alkyl or C_{2-6}alkenyl optionally substituted with one to three aryl, cycloalkyl, or heteroaryl, provided that where G is ~~C_{2-6}alkenyl, A_1–$NR_{18}CO_2R_{19}$, or A_1–SO_2R_{17},~~ or when y is 0, R_2 is~~may be~~ ~~or~~ C_{1-6}alkyl or C_{2-6}alkenyl, each optionally substituted with heteroaryl;

E is  ,  ,  , or  ;

G is selected from ~~A_1–$NR_{18}C(=O)R_{19}$, A_1–$NR_{18}SO_2R_{17}$, A_1–$NR_{18}CO_2R_{19}$,~~ and ~~A_1–$NR_{20}C(=O)NR_{18}R_{19}$ wherein A_1 is a bond, C_{1-6}alkylene, or C_{2-6}alkenylene~~, or where G is ~~A_1–$NR_{18}CO_2R_{19}$~~, or when y is 0, R_2 is~~may be~~ C_{1-6}alkyl or C_{2-6}alkenyl, each optionally substituted with heteroaryl;

W is selected from substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl selected from azetidinyl and imidazolyl, each optionally substituted with lower alkyl;

R_{13}, R_{14}, R_{15} and R_{16} are hydrogen ~~selected independently of each other from hydrogen, alkyl, substituted alkyl, amino, alkylamino, hydroxy, alkoxy, aryl, cycloalkyl, heteroaryl, or heterocyclo, or R_{13} and R_{14}, or R_{15} and R_{16}, when attached to the same carbon atom, may join to form a spirocycloalkyl ring~~;

R_{17} is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R_{18}, R_{19}, and R_{20} are independently selected from hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, or $C(=O)R_{28}$; or when G is $NH(C=O)R_{19}$, R_{19} may be a bond joined to W to define a heterocyclo ring; provided, however, that when *y* is at least one, W is imidazolyl~~, indolyl, $NR_{21}R_{22}$, or OR_{23}~~, and G is $-NR_{18}C(=O)R_{19}$, then R_{19} is not a C_1-alkyl having the substituent $-NR_{29}R_{31}$;

R_{29} and R_{31} are selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, phenylalkyl, and alkoxycarbonylalkyl, or R_{29} and R_{31} taken together form a heterocyclo ring;

x is 0, 1, or 2; and

y is 0, 1, 2, 3 or 4.

2. (Currently amended) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

G is ~~selected from:~~

~~a)~~ $-NR_{18}C(=O)R_{19}$;

~~b) C_{1-6}alkylene or C_{2-6}alkenylene joined to one of $NR_{18}C(=O)R_{19}$, $NR_{18}CO_2R_{19}$, $NR_{18}SO_2R_{17}$, and $NR_{20}C(=O)NR_{18}R_{19}$;~~

R_{17} is C_{1-4}alkyl, C_{5-6}cycloalkyl, phenyl, or benzyl;

R_{18}, R_{19}, and R_{20} are independently selected from hydrogen, C_{1-4}alkyl, phenyl, benzyl, C_{5-6}cycloalkyl, $-C(=O)CH_2$(phenyloxy), $-C(=O)CH_2$(benzyloxy), imidazolyl, pyridyl, furyl, thienyl, or C_{1-4}alkyl or C_{2-4}alkenyl substituted with one of phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO_2Me, phenyloxy, or benzyloxy, wherein each ringed group of R_{18}, R_{19}, and R_{20} in turn is optionally substituted with one to two R_{36}, and/or optionally has a benzene ring or five membered heterocyclo having two oxygen atoms fused thereto; and

R_{36} is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino.

3. (Currently amended) A compound according to claim 2, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

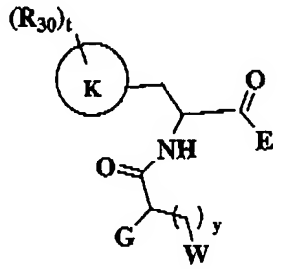
~~G is $-NR_{18}C(=O)R_{19}$;~~

R_{18} is hydrogen or lower alkyl, and

R_{19} is C_{1-4}alkyl, C_{2-4}alkenyl, phenyl, benzyl, C_{5-6}cycloalkyl, $-C(=O)CH_2$(phenyloxy), $-C(=O)CH_2$(benzyloxy), imidazolyl, pyridyl, furyl, thienyl, or C_{1-4}alkyl or C_{2-4}alkenyl substituted with one of phenyl, phenyl, pyridyl, furyl, cyclopentyl, cyclohexyl, CO_2Me, phenyloxy, and benzyloxy, wherein each ringed group of R_{19} in turn is optionally substituted with one to two R_{36}, and/or optionally has a benzene ring or five membered heterocyclo having two oxygen atoms fused thereto.

4. (Previously Presented) A compound according to claim 2, or a pharmaceutically-acceptable salt or hydrate, thereof, in which W is azetidinyl or imidazolyl.

5. (Previously Presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, having the formula:



in which

K is phenyl or thiazolyl;

R_{30} is selected from C_{1-4}alkyl, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and –C(=O)phenyl;

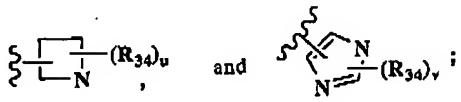
t is 0, 1 or 2; and

y is 0, 1 or 2.

6. (Canceled)

7. (Previously presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

W is a ring selected from:



R_{34} at each occurrence is attached to any available carbon or nitrogen atom of W and is selected from C_{1-6}alkyl

u is selected from 0, 1, 2, and 3; and

v is 0, 1 or 2.

8. – 9. (Canceled)

10. (Previously presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

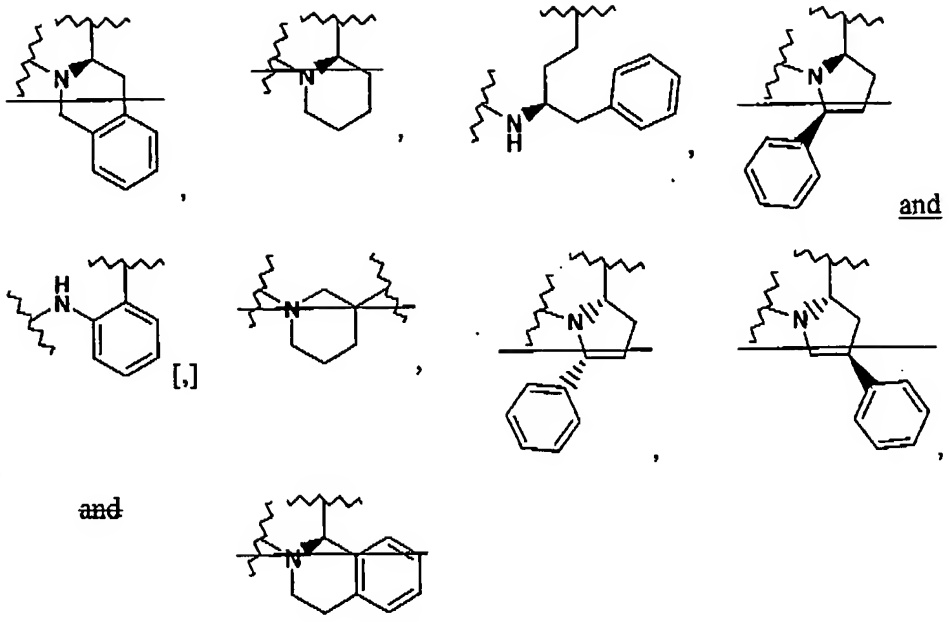
R_2 is selected from C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkenylene-K, and $-(CH_2)_g$-K;

K is selected from phenyl, napthyl, thienyl, thiazolyl, pyridinyl, pyrimidinyl, and C_{5-6}cycloalkyl, wherein each group K in turn is optionally substituted with one to three R_{30} or has a benzene ring fused thereto, which also may be substituted with one to three R_{30};

R_{30} is selected from C_{1-4}alkyl, hydroxy, alkoxy, halogen, nitro, cyano, amino, alkylamino, phenyl, and acylphenyl; and

g is 0, 1, 2 or 3.

11. (Currently Amended) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which $-N(R_1)-CH(R_2)-$ taken together are selected from,



and

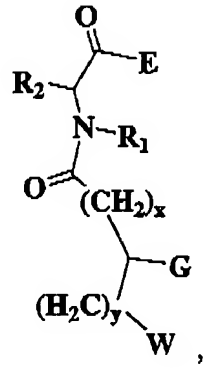
and

12. (Previously presented) A compound according to claim 1, or a pharmaceutically-acceptable salt or hydrate, thereof, in which

R_1 is hydrogen or C_{1-4}alkyl.

13. (Canceled)

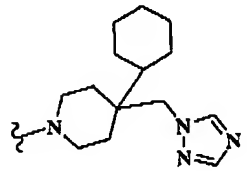
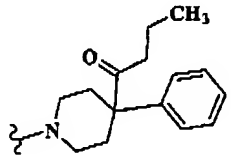
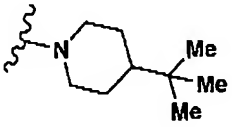
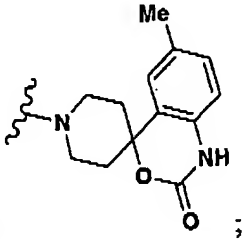
14. (Currently amended) A compound having the formula,



or a pharmaceutically-acceptable salt or hydrate, thereof, in which:

R_1 is hydrogen or C_{1-6}alkyl ~~or is taken together with R_2 or R_3 to form a monocyclic or bicyclic aryl, cycloalkyl, heteroaryl or heterocycle~~;

R_2 is C_{1-6}alkyl or C_{2-6}alkenyl optionally substituted with one to three-aryl, cycloalkyl, or heteroaryl, provided that where G is C_{2-6}alkenyl, or $[A_1]$–$NR_{18}CO_2R_{19}$, ~~or A_1–SO_2R_{17}~~ or when y is 0, R_2 may be or C_{1-6}alkyl or C_{2-6}alkenyl, each optionally substituted with heteroaryl;

E is  ,  ,  , or  ;

G is ~~selected from:~~

~~a)~~ $NR_{18}C(=O)R_{19}$;

~~b) C_{1-6}alkylene or C_{2-6}alkenylene joined to one of –$NR_{18}C(=O)R_{19}$, –$NR_{18}CO_2R_{19}$, –$NR_{18}SO_2R_{17}$, and –$NR_{20}C(=O)NR_{18}R_{19}$;~~

W is selected from –substituted or unsubstituted heterocyclo, heteroaryl, or cycloalkyl selected from azetidinyl and imidazolyl, each optionally substituted with lower alkyl;

R_{17} is alkyl, substituted alkyl, cycloalkyl, aryl, heterocyclo, or heteroaryl;

R_{18}, R_{19}, and R_{20} are independently selected from hydrogen, alkyl, alkenyl, aryl, heteroaryl, cycloalkyl, heterocyclo, $C(=O)R_{28}$ or a C_{1-4}alkyl or C_{2-4}alkenyl substituted with one or more of aryl, heteroaryl, cycloalkyl, heterocyclo, alkoxycarbonyl, phenyloxy, and/or benzyloxy, and each of said ringed groups of R_{18}, R_{19}, and R_{20} in turn is optionally substituted with one to two R_{36};

R_{21} and R_{22} are selected from alkyl and substituted alkyl;

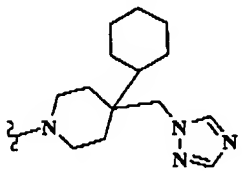
R_{36} is halogen, methoxy, nitro, phenyl, phenyloxy, or alkylamino;

x is 0, 1, or 2; and

y is 0, 1, 2, 3 or 4.

15. (Canceled)

16. (Previously presented) A compound according to claim 14, or a pharmaceutically-acceptable salt or hydrate, thereof, in which E is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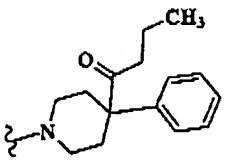
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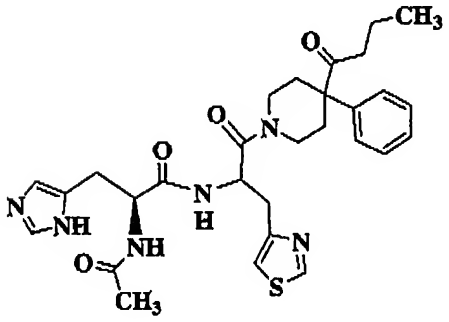
17. (Previously presented) A compound according to claim 14, or a pharmaceutically-acceptable salt or hydrate, thereof, in which G is NHC(=O)(alkyl) or NHC(=O)phenyl.

18. (Previously presented) A compound according to claim 1, having the formula,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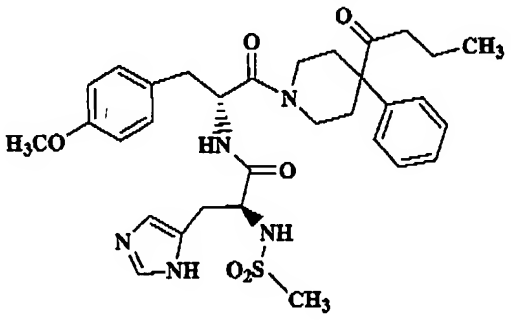
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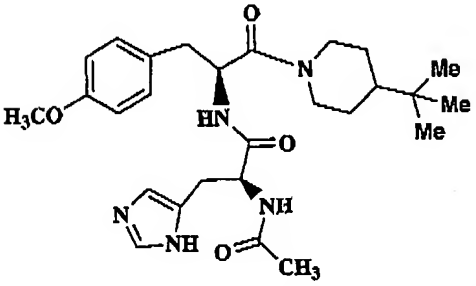
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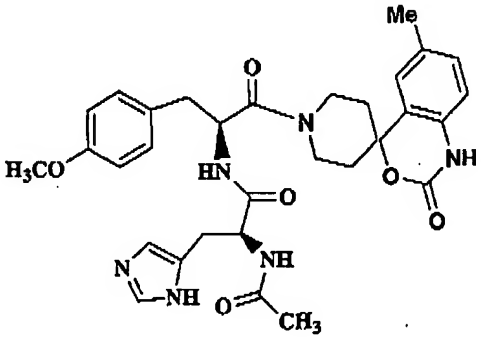
; or a pharmaceutically-acceptable salt or hydrate, thereof.

19. (Previously presented) A pharmaceutical composition comprising at least one compound according to claim 1 or a pharmaceutically-acceptable salt or hydrate, thereof; and a pharmaceutically-acceptable carrier or diluent.

20. – 23. (Canceled)